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VIA ECF AND FEDERAL EXPRESS

Hon. Dennis M. Cavanaugh, U.S.D.J.
United States Post Office and Courthouse Building
Federal Square, Courtroom 4
Newark, New Jersey 07101

Re: In re: Medco/Express Scripts Merger Litigation
Civil Action No. 11-4211 (DMC)


Dear Judge Cavanaugh:

Together with Sullivan & Cromwell LLP, our firm represents Medco Health Solutions, Inc. and the individual defendants (collectively, "Medco") in this matter.

On behalf of Medco, we write to join in the legal analysis and conclusions set forth in Express Scripts' Opposition to Plaintiffs' Fee Application, which Express Scripts filed earlier today. As the legal precedents cited by Express Scripts make clear, the \$18,000,000 award Plaintiffs seek would substantially overcompensate Plaintiffs' counsel both for the work they performed and the benefit they conferred upon Medco's shareholders through this litigation. For these reasons, Medco respectfully submits that any legal fee the Court awards Plaintiffs' counsel should not exceed \$700,000.

Thank you for your consideration of this submission.

Respectfully yours,



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